

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 21031-B FILED  
DEC 26 '00 11:57 AM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

December 26, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Partial Termination of Lease, dated as of December 12, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Locomotive Lease Agreement which was previously filed with the Board under Recordation Number 21031.

The names and addresses of the parties to the enclosed document are:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, California 94111
Lessee:	Canadian American Railroad Company c/o Bangor & Aroostook Railway Company RR #2, Box 45 Bangor, ME 04401

A description of the railroad equipment covered by the enclosed documents is:

Two (2) locomotives: MKCX 4302 and MKCX 4303.

Mr. Vernon A. Williams  
December 26, 2000  
Page 2

A short summary of the document to appear in the index is:

Partial Termination of Lease, dated as of December 12, between Helm Financial Corporation, Lessor, and Canadian American Railroad Company, Lessee, covering two (2) locomotives: MKCX 4302 and MKCX 4303.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written in a cursive style.

Robert W. Alvord

RWA/bjg  
Enclosures

RECORDATION NO. 21031-B FILED

DEC 26 '00 11:57 AM

PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE ("Partial Termination") is dated as of December 12, 2000, by HELM FINANCIAL CORPORATION, a California corporation, as assignee of MK Rail Corporation ("Lessor").

WHEREAS, Lessor entered into the LOCOMOTIVE LEASE AGREEMENT dated as of January 26, 1995 ("Lease") with CANADIAN AMERICAN RAILROAD COMPANY, a Maine corporation ("Lessee"), with respect to the two (2) locomotives ("Units") described in Exhibit A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 21031 filed on November 28, 1997 at 9:32 a.m.

NOW, THEREFORE, in consideration of the premises, Lessor does hereby acknowledge and confirm:

1. Partial Termination of Lease. Lessor hereby declares for the public record that with respect to the Units only the Lease is formally fully terminated and that all rights and obligations of the parties arising under the Lease after December 12, 2000, with respect to the Units have forever ceased. This Partial Termination shall have no effect on Lessor's rights and interest in any other locomotives under the Lease other than the Units.

IN WITNESS WHEREOF, Lessor has executed this Partial Termination to be executed as of the date first written above.

HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

Its: President

STATE OF CALIFORNIA            )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO    )

On December 20, 2000, before me, Matthew M. Ogburn personally appeared  
John F. Dains, President of **HELM FINANCIAL CORPORATION**,

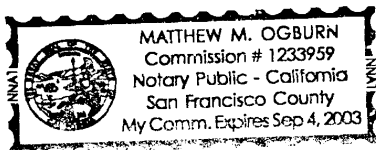
  X   personally known to me   -OR-

       proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon behalf of  
which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Matthew M. Ogburn  
SIGNATURE OF THE NOTARY



**EXHIBIT A**

**To the Partial Termination of Lease dated December 12, 2000**

**THE UNITS**

**Equipment Description:**

Two (2), four axle, 3,000 horsepower, diesel-electric locomotive; Model GP40.

**Unit Numbers:**

MKCX 4302

MKCX 4303